

Maine Fee (See Sec 1401)

For Use By The  
Secretary of State

File No 860803D

Fee Paid \$10 - \$10

C B ----

Date 2-13-86

5

Site: Blue Tree Acquisition Corp.  
FD # 11 2 2 2 3  
Bank 11 11  
Other: Blue Tree Acquisition Corp.

STATE OF MAINE

ARTICLES OF AMENDMENT  
(Amendment by Shareholders  
Voting as One Class)

Pursuant to 13 A M.R.S.A. §§805 and 807 the undersigned  
corporation adopts these Articles of Amendment

For Use By The Secretary of State  
FILED

February 12, 1986

Deputy Secretary of State

A True Copy When Attested  
By Signature

Deputy Secretary of State

- FIRST All outstanding shares were entitled to vote on the following amendment as one class
- SECOND The amendment set out in Exhibit A attached was adopted by the shareholders (Circle one)
- B at a meeting legally called and held on OR February 10, 1986  
B by unanimous written consent on
- THIRD Shares outstanding and entitled to vote and shares voted for and against said amendment were

Number of Shares Outstanding and Entitled to Vote	NUMBFR Voted For	NUMBER Voted Against
1000	1000	0

- FOURTH If such amendment provides for exchange reclassification or cancellation of issued shares the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself
- FIFTH (Complete if Exhibits do not give this information) If the amendment changes the number or par values of authorized shares the number of shares the corporation has authority to issue thereafter is as follows

Class	Series (If Any)	Number of Shares	Par Value (If Any)
B common		490,000	\$ 0 01
C common		210,000	\$ 0 01
The aggregate par value of all such shares (of all classes and series) <u>having par value</u> is \$ <u>7000.00</u>			
The total number of all such shares (of all classes and series) <u>without par value</u> is <u>0</u> shares			

- SIXTH Address of the registered office in Maine 1 Memorial Circle, Augusta, Maine  
(street city and zip code)

**MUST BE COMPLETED FOR VOTE OF  
SHAREHOLDERS**

I certify that I have custody of the minutes  
showing the above action by the shareholders

Glenn A. Smith  
(signature of clerk secretary or asst secretary)

Glenn A. Smith, Secretary

Dated FEBRUARY 10, 1986

Blue Tree Acquisition Corp.  
(Name of Corporation Typed or Printed)

By\* Richard A. Secrist  
(signature)

Richard A. Secrist, sole shareholder  
(type or print name and capacity)

By\* \_\_\_\_\_  
(signature)

(type or print name and capacity) **002233**

\*In addition to any certification of custody of minutes this document **MUST** be signed by (1) the Clerk OR (2) the President or vice president AND the Secretary an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors the holders or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares

NOTE This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set

40115502



EXHIBIT A

ACTION BY WRITTEN CONSENT OF  
SOLE SHAREHOLDER IN LIEU OF A  
MEETING OF SHAREHOLDERS OF  
BLUE TEE ACQUISITION CORP

The undersigned being the sole shareholder of Blue Tee Acquisition Corp a Maine corporation ("Blue Tee") entitled to vote on the following specified resolution, acting pursuant to the authority of Sections 805 5 and 602 2 of the Maine Business Corporation Act hereby consents to the adoption of such specified resolution and approves and adopts such resolution with the same force and effect as if it were approved and adopted by a vote at a duly constituted meeting of the shareholders of Blue Tee

RESOLVED, that the Articles of Incorporation of Blue Tee be amended (1) to increase the total number of authorized shares of capital stock of Blue Tee from 1,000 shares to 700,000 shares and (11) to divide such capital stock into two (2) classes, of which Four Hundred Ninety Thousand (490 000) shares shall be Class B common stock par value \$0 01 per share ("Class B Common Stock"), and Two Hundred Ten Thousand (210 000) shares shall be Class C common stock par value \$0 01 per share ("Class C Common Stock"), having the relative rights and preferences set forth on Annex 1 hereto, and be it further

RESOLVED that the undersigned, being the owner of all the presently issued and outstanding shares of Blue Tee capital stock being 1,000 shares of common stock par value \$1 00 per share hereby votes in favor of and consents to the change of such shares into an equal number of shares of Class B Common Stock

IN WITNESS WHEREOF the undersigned has duly executed this instrument this 10th day of February 1986

s/Richard A Secrist  
Richard A Secrist

ANNEX 1

RIGHTS AND PRIVILEGES OF  
CLASS B AND CLASS C COMMON STOCK

1 Designation The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Seven Hundred Thousand (700,000) shares which shall be divided into two (2) classes of which Four Hundred Ninety Thousand (490 000) shares shall be Class B common stock, par value \$0 01 per share ("Class B Common Stock") and Two Hundred Ten Thousand (210,000) shares shall be Class C common stock par value \$0 01 per share ("Class C Common Stock")

2 Rights, Preferences and Limitations of Common Stock

(a) Voting Rights The holders of record (as determined in accordance with Section 3 hereof) of shares of Class B Common Stock and Class C Common Stock voting together as a single class on all matters submitted to a vote of the shareholders of the Corporation, and on all matters with respect to which shareholders are entitled to vote under applicable state law other than with respect to matters which require as a matter of law, a class vote shall be entitled to cast one vote for each share of issued and outstanding stock held

(b) Dividends The holders of record (as determined in accordance with Section 3 hereof) of shares of Class B Common Stock and Class C Common Stock are each entitled to receive dividends whether payable in cash property or securities of the Corporation or any other Corporation (but only out of funds legally available therefor) when and as declared by the Board of Directors of the Corporation on the Class B Common Stock and Class C Common Stock of which each holder will be entitled to receive that proportion of the total amount of any such dividend equal to such holder's proportionate share of the total number of outstanding shares of Class B Common Stock and Class C Common Stock held by all holders thereof

(c) Liquidation In the event of any liquidation, dissolution, distribution of assets or winding-up of the Corporation whether voluntary or involuntary the holders of record (as determined in accordance with Section 3 hereof) of shares of Class B Common Stock and Class C Common Stock shall be entitled, after provision for the payment of the Corporation's debts and liabilities, to receive distributions in the same proportion as distributions of dividends pursuant to Section 2 hereof

### 3 Miscellaneous

To the extent permitted by law the Corporation shall not be required to recognize any person other than the registered holder of shares of Class Common Stock or Class Common Stock as the legal owner thereof for any purpose unless and until the Corporation shall have received written notice (i) from the prior legal owner thereof that such legal owner has transferred and assigned its shares to such successive holder and (ii) from such successive legal owner of its legal name and its address(es) for purposes of payments and notices To the extent permitted by law a payment delivered by the Corporation to the latest legal owner's name and address of which the Corporation has been timely notified in accordance with the preceding sentence, shall be deemed made for all purposes hereunder and, in particular no further dividends shall accrue or be payable by the Corporation in respect of any shares of Class B Common Stock or Class C Common Stock after such shares are so deemed to be paid, irrespective of whether or when the legal owner receives such payment

The holders of Class B Common Stock and Class C Common Stock entitled to receipt of dividends or other distributions thereon shall be such holders of record as appear on the books of the Corporation or on the respective dates fixed for such purpose by the Board of Directors of the Corporation in advance of payment of each dividend or other distribution

The aggregate par value of all shares having par value which the Corporation has the authority to issue is \$7,000 00 The Corporation has no authority to issue any shares without par value

EXHIBIT B

Each share of common stock, par value \$1 00,  
will be exchanged for one share of Class B Common Stock,  
par value \$0 01

For Use By The  
Secretary of State

File No 860803D

Fee Paid \$10 00

C R ----

Date 2-19-86

2

STATE OF MAINE

ARTICLES OF AMENDMENT  
(Amendment by Shareholders  
Voting as One Class)

Pursuant to 13 A M.R.S.A. § 805 and 807 the undersigned  
corporation adopts these Articles of Amendment

For Use By The Secretary of State

FILED

February 19, 19 86

Deputy Secretary of State

A True Copy When Attested  
By Signature

Deputy Secretary of State

- FIRST All outstanding shares were entitled to vote on the following amendment as one class
- SECOND The amendment set out in Exhibit A attached was adopted by the shareholders (Circle one)

A at a meeting legally called and held on OR February 17, 19 85  
B by unanimous written consent on

- THIRD Shares outstanding and entitled to vote and shares voted for and against said amendment were

Number of Shares Outstanding and Entitled to Vote	NUMBER Voted For	NUMBER Voted Against
1000	1000	0

- FOURTH If such amendment provides for exchange reclassification or cancellation of issued shares the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself

- FIFTH (Complete if Exhibits do not give this information) If the amendment changes the number or par values of authorized shares the number of shares the corporation has authority to issue thereafter is as follows

Class	Series (If Any)	Number of Shares	Par Value (If Any)
B		210,000	\$0 01
C		490,000	\$0 01

The aggregate par value of all such shares (of all classes and series) having par value is \$ 7000 00  
The total number of all such shares (of all classes and series) without par value is 0 shares

- SIXTH Address of the registered office in Maine 1 Memorial Circle, Augusta, Maine  
(street city and zip code)

MUST BE COMPLETED FOR VOTE OF  
SHAREHOLDERS

I certify that I have custody of the minutes  
showing the above action by the shareholders

(signature of clerk secretary or assistant secretary)

Glenn A Smith

Blue Tee Acquisition Corp

(Name of Corporation - Typed or Printed)

By\* William Kelly  
William Kelly, Vice President

(type or print name and capacity)  
By\* Glenn A Smith  
(signature)

Glenn A Smith, Secretary  
(type or print name and capacity)

Dated 2-17-86

\*In addition to any certification of custody of minutes this document **MUST** be signed by (1) the Clerk OR (2) the President or a vice president **AND** the Secretary an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors the holders or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares

NOTE This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in 806 or because the articles so provide. For vote necessary for adoption see 805

EXHIBIT A

ACTION BY WRITTEN CONSENT OF  
SOLE SHAREHOLDER IN LIEU OF A  
MEETING OF SHAREHOLDERS OF  
BLUE TEE ACQUISITION CORP

The undersigned, being the sole shareholder of Blue Tee Acquisition Corp , a Maine corporation ("Blue Tee"), entitled to vote on the following specified resolution, acting pursuant to the authority of Sections 805 5 and 602 2 of the Maine Business Corporation Act, hereby consents to the adoption of such specified resolution and approves and adopts such resolution with the same force and effect as if it were approved and adopted by a vote at a duly constituted meeting of shareholders of Blue Tee

RESOLVED, that the Articles of Incorporation of Blue Tee, as heretofore amended, be amended to change the number of authorized shares of Class B Common Stock, par value \$ 01 per share, from 490,000 shares to 210,000, and to change the number of authorized shares of Class C Common Stock, par value \$ 01 per share, from 210,000 shares to 490,000 shares

IN WITNESS WHEREOF, the undersigned has duly executed this instrument this 17th day of February, 1986

s/Richard A Secrist  
Richard A Secrist

For Use By The  
Secretary of State

File No 780824D  
(860803D)

Fee Paid \$630 - \$25 00

C B -----

Date 2-28-86  
70

STATE OF MAINE

ARTICLES OF MERGER

OF

BLUE TEE ACQUISITION CORP  
A MAINE CORPORATION

INTO

GOLD FIELDS AMERICAN INDUSTRIES, INC  
A MAINE CORPORATION

MAINE  
SECRETARY OF STATE  
FILED

February 28, 19 86

Pursuant to 13-A MRSA §903 the undersigned corporations adopt the following Articles of Merger

FIRST The plan of merger is set forth in Exhibit A attached hereto and made a part hereof

SECOND As to each participating corporation the shareholders of which voted on such plan of merger the number of shares outstanding and the number of shares entitled to vote on such plan and the number of such shares voted for and against the plan as follows

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>Voted For</u>	<u>Voted Against</u>
Blue Tee Acquisition Corp	700,000	700,000	700,000	0
Gold Fields American Industries, Inc	1,126	1,126	1,126	0

THIRD If the shares of any class were entitled to vote as a class the designation and number of the outstanding shares of each such class and the number of shares of each such class voted for and against the plan are as follows

<u>Name of Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Voted For</u>	<u>Voted Against</u>
Blue Tee Acquisition Corp	Class C Common Stock	490,000	490,000	0
	Class B Common Stock	210,000	210,000	0

(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation Omit if not applicable )



For Use By The Secretary of State	
File No	19780824D
Fee Paid	\$5 00
C B	---
Date	11-17-87

STATE OF MAINE

CHANGE OF CLERK or  
REGISTERED OFFICE or BOTH

Pursuant to 13 A MRSA §304 the undersigned corporation advises you of the following change(s)

For Use By The Secretary of State FILED	
June 5,	19 87
<i>[Signature]</i> Deputy Secretary of State	
A True Copy When Attested By Signature	
Deputy Secretary of State	

FIRST The name and registered office of the clerk appearing on the record in Secretary of State's office \_\_\_\_\_  
Merton G Henry, 47, Congress Street, Portland, Maine

(street city state and zip code)

SECOND The name and registered office of its successor (new) clerk who must be a Maine resident \_\_\_\_\_  
Bruce A Coggeshall, One Monument Square, Portland, Maine 04101

(street city state and zip code)

THIRD Upon a change in clerk this must be completed

- (X) Such change was authorized by the board of directors and the power to make such change is not reserved to the shareholders by the articles or the bylaws
- ( ) Such change was authorized by the shareholders (Complete the following)

I certify that I have custody of the minutes showing the above action by the shareholders

*[Signature]* SECRETARY  
(signature of new clerk secretary or assistant secretary)

Dated March 18, 1986

**MUST BE COMPLETED**

Legibly print or type name  
and capacity of all signers  
13 A MRSA §104

BLUE TEE CORP  
(name of corporation)

By *[Signature]* \*  
(signature)

RICHARD A SECRESI, PRESIDENT  
(type or print name and capacity)

By \_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name and capacity)

This document **MUST** be signed by (1) the Clerk *or* (2) by the President or a vice president *AND* by the Secretary an assistant secretary or other officer the bylaws designate as second certifying officer *OR* (3) if no such officers then by a majority of the directors or by such directors designated by a majority of directors then in office *OR* (4) if no directors then by the holders or such of them designated by the holders of record of a majority of all outstanding shares entitled to vote in OP (5) by the holder of all outstanding shares

Fee (See Sec. 1401)

STATE OF MAINE

(Parent Subsidiary Merger of a Domestic  
and Foreign Corporation)

ARTICLES OF MERGER

OF

STECO, INC

Subsidiary corporation, a Delaware corporation

INTO

BLUE TEE CORP.

Parent corporation a Maine corporation

Pursuant to 13 A MRSA §906 the undersigned corporation BLUE TEE CORP.

(parent corporation)

a corporation of the State of Maine

owning at least 90% of the outstanding shares of each class of STECO, INC  
(subsidiary corporation)

a corporation of the State of Delaware

adopts the following Articles of Merger

FIRST The names of the corporations participating in the merger and the States under the laws of  
which they are respectively organized are as follows

<u>Name of Corporation</u>	<u>State</u>
Blue Tee Corp	Maine
Steco, Inc	Delaware

002231

SECOND The laws of the State under which the foreign participating corporation is organized permits  
such merger under substantially the same terms as 13 A MRSA §904

THIRD The name of the surviving corporation is BLUE TEE CORP

and such corporation is to be governed by the laws of the State of Maine

FOURTH The plan of merger set forth in Exhibit A attached hereto was approved by the Board  
of Directors of the undersigned corporation

For Use By The  
Secretary of State

File No 19780824D

Fee Paid \$80 00

C B

Date OCT 3 1989

5

For Use By The Secretary of State

FILED

September 28 19 89

Mary Cooper  
Deputy Secretary of State

A True Copy When Attested  
By Signature

Deputy Secretary of State

FIFTH The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares of each class owned by the parent surviving corporation is as follows

<u>Name of Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent</u>
Steco, Inc	Common Stock- Par Value \$ 01 each	4167	4167

SIXTH The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is N/A 100% owned subsidiary 19     

SEVENTH Effective date of the merger (if other than the date of filing of Articles) is

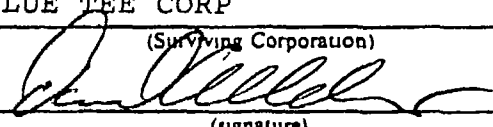
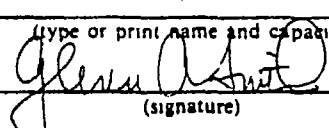
September 30 19 89

*(Not to exceed 60 days from date of filing of the Articles)*

EIGHTH The address of the registered office of the surviving corporation is\* One Monument  
square, Portland, Maine, 04101  
(street city state and zip code)

The address of the registered office of the subsidiary corporation is\* 1013 Centre Road  
Wilmington, Delaware 19805  
(street city state and zip code)

Dated 9-25-89

BLUE TEE CORP  
(Surviving Corporation)  
By   
(signature)  
David P Alldian, Vice President  
(type or print name and capacity)  
By   
(signature)  
Glenn A. Smith, Secretary  
(type or print name and capacity)

Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation

This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice president **AND** the Secretary an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors the holders or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares

EXHIBIT A

PLAN OF MERGER, dated as of September 20, 1989, by and among BLUE TEE CORP , a corporation organized under the laws of the State of Maine (the "Parent Corporation"), and STECO, INC , a corporation organized under the laws of the State of Delaware (the "Subsidiary")

1 Pursuant to Sections 904 and 906 of the Maine Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware, the Plan of Merger was duly adopted by a resolution of the Board of Directors of the Parent Corporation on September 25, 1989

2 The Subsidiary shall be merged with and into the Parent Corporation (the "Merger") on September 30, 1989 (the "Effective Time") The Parent Corporation shall be the surviving corporation (the "Surviving Corporation") The separate existence of the Subsidiary shall cease at the Effective Time, and all actions thereafter taken shall be taken in the name of the Surviving Corporation

3 The terms and conditions of the Merger, including the manner and basis of converting the shares of the Subsidiary into shares or other securities or obligations of the Surviving Corporation or the cash or other consideration to be paid or delivered by the Surviving Corporation upon surrender of each share of the Subsidiary, shall be as follows

(a) No cash or other consideration shall be paid or delivered for the shares of capital stock of the Subsidiary, and none of the shares of capital stock of the Subsidiary will be converted into shares or other securities or obligations of the Surviving Corporation, and the certificates for such shares of the Subsidiary shall be automatically cancelled without further action on the part of the Parent Corporation

(b) At the Effective Time, the Restatement of Articles of Incorporation and the By-Laws of the Parent Corporation shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation and shall remain unchanged as a result of the Merger, until amended or changed as provided therein or as provided by the laws of the State of Maine

(c) At the Effective Time, the directors and officers of the Parent Corporation shall continue as directors and officers of the Surviving Corporation and shall hold office until their respective successors are elected and qualified in accordance

the Subsidiary now carried on by the Surviving Corporation, in the same manner and to the same extent to which they acted and were authorized to act prior to the Merger

(d) From and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of the Subsidiary, and of all of the property, real and personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other courses of action, and all and every other interest of or belonging or due to the Subsidiary shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate or any interest therein vested in the Subsidiary shall not revert or be in any way impaired by reason of the Merger

(e) From and after the Effective Time, the Surviving Corporation shall have and be responsible and liable for all liabilities and obligations of the Subsidiary, and any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the Merger had not taken place (subject to those same defenses in equity or at law that were available to such Surviving Corporation prior to the Merger), or the Surviving Corporation may be substituted in place of the Subsidiary. Neither the rights of creditors nor any lien upon the property of the Subsidiary shall be impaired in any respect whatsoever by the Merger

4 The Surviving Corporation hereby agrees that, from and after the Effective Time, it may be served with process for the enforcement of any obligations of the Subsidiary, in the State of Delaware

5 The Surviving Corporation irrevocably appoints the Secretaries of State of the States of Maine and Delaware as its agent to accept service of process in each such State in any proceeding referred to in the preceding paragraph

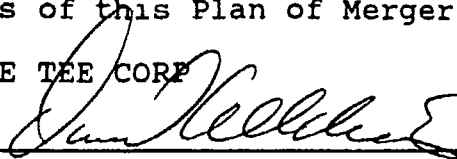
6 The Board of Directors of the Parent Corporation, at any time prior to the Effective Time, may amend or abandon the Merger at the absolute discretion of said Board of Directors

7 Prior to the Effective Time, the Subsidiary shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time the Surviving Corporation shall determine that any further action is necessary or desirable to vest in or confirm to the Surviving Corporation full title to all the properties, assets, rights and privileges of the Subsidiary, the last acting officers and directors of the Subsidiary, at the expense of the Surviving Corporation, shall execute and deliver all such instruments and take all such action as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving corporation title to and possession of all such

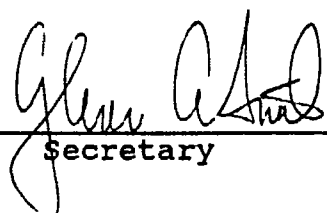
properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Plan of Merger

BLUE TEE CORP

By



ATTEST



Secretary

ing Fee (See Sec. 1401)

STATE OF MAINE

(Parent Subsidiary Merger of a Domestic  
and Foreign Corporation)

ARTICLES OF MERGER  
OF

SEE EXHIBIT A

Subsidiary corporation a \_\_\_\_\_ corporation

INTO

BLUE TEE CORP

Parent corporation a Maine corporation

Pursuant to 13 A MRSA §906 the undersigned corporation BLUE TEE CORP

\_\_\_\_\_  
(parent corporation)

a corporation of the State of Maine

owning at least 90% of the outstanding shares of each class of SEE EXHIBIT A  
(subsidiary corporation)

a corporation of the State of SEE EXHIBIT A

adopts the following Articles of Merger

FIRST The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows

<u>Name of Corporation</u>	<u>State</u>
Blue Tee Properties, Inc	New York
Denaz Corp	Michigan
Hyman-Michaels Company	Delaware
Rockwood Iron & Metal, Inc	Tennessee

SECOND The laws of the State under which the foreign participating corporation is organized permits such merger under substantially the same terms as 13 A MRSA §904

THIRD The name of the surviving corporation is BLUE TEE CORP

and such corporation is to be governed by the laws of the State of Maine

FOURTH The plan of merger set forth in Exhibit B attached hereto was approved by the Board of Directors of the undersigned corporation

For Use By The  
Secretary of State

File No 19780824D

Fee Paid \$80

C B - - - - -

Date NOV 15 1989

For Use By The Secretary of State

FILED

November 7, 19 89

Deputy Secretary of State

A True Copy When Attested  
By Signature

Deputy Secretary of State

002232

FIFTH The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares of each class owned by the parent surviving corporation is as follows

<u>Name of Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent</u>
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SEE EXHIBIT C

SIXTH The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is N/A 100% owned subsidiaries 19xxxx

SEVENTH Effective date of the merger (if other than the date of filing of Articles) is  
November 15 19 89

(Not to exceed 60 days from date of filing of the Articles)

EIGHTH The address of the registered office of the surviving corporation is\* One Monument  
Square, Portland, Maine 04101  
(street city state and zip code)

The address of the registered office of the subsidiary corporation is\* SEE EXHIBIT A  
(street city state and zip code)

Dated Oct 18, 1989

BLUE TEE CORP  
(Surviving Corporation)  
By Glenn A. Smith  
(signature)  
GLENN A. SMITH, VICE PRESIDENT  
(type or print name and capacity)  
By David P. Aldian  
(signature)  
DAVID P. ALDIAN, ASSISTANT SECRETARY  
(type or print name and capacity)

Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation

This document *MUST* be signed by (1) the Clerk OR (2) the President or a vice president AND the Secretary an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors the holders or such of them designated by the holders of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares



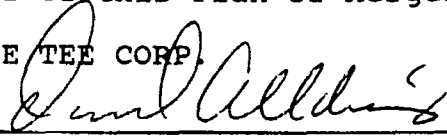
EXHIBIT C

<u>Name of Subsidiary Corporation</u>	<u>Designation of Class</u>	<u># of Out- standing Shares</u>	<u># of Outstanding Shares Owned by Parent</u>
Blue Tee Properties, Inc	Common - no par value	200	200
Denaz Corp	Common - par value \$1 00 per share	252,900	252,900
Hyman-Michaels Company	Common - par value \$1 00 per share	1,000	1,000
Rockwood Iron & Metal, Inc	Common - par value \$1 00 per share	1,000	1,000

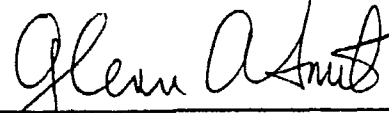
confirm to the Surviving corporation title to and possession of all such properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Plan of Merger

BLUE TEE CORP.

By

 VP

ATTEST

  
Secretary

the By-Laws of the Surviving Corporation

(d) From and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of each Subsidiary, and of all of the property, real and personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses of action, and all and every other interest of or belonging or due to each Subsidiary shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate or any interest therein vested in each Subsidiary shall not revert or be in any way impaired by reason of the Merger.

(e) From and after the Effective Time, the Surviving Corporation shall have and be responsible and liable for all liabilities and obligations of each Subsidiary, and any claim existing or action or proceeding pending by or against any Subsidiary may be prosecuted as if the Merger had not taken place (subject to those same defenses in equity or at law that were available to such Surviving Corporation prior to the Merger), or the Surviving Corporation may be substituted in place of each such Subsidiary. Neither the rights of creditors nor any lien upon the property of any Subsidiary shall be impaired in any respect whatsoever by the Merger.

4 The Surviving Corporation hereby agrees that, from and after the Effective Time, it may be served with process for the enforcement of any obligations of each Subsidiary, in the respective State of incorporation of each such Subsidiary.

5 The Surviving Corporation irrevocably appoints the Secretaries of State of the States of Maine and Delaware, New York, Michigan and Tennessee as its agent to accept service of process in each such State in any proceeding referred to in the preceding paragraph.

6 The Board of Directors of the Parent Corporation, at any time prior to the Effective Time, may amend or abandon the Merger in whole or in part, including without limitation, abandoning or amending the Merger with respect to any one or more Subsidiary, at the absolute discretion of said Board of Directors.

7 Prior to the Effective Time, each Subsidiary shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time the Surviving Corporation shall determine that any further action is necessary or desirable to vest in or confirm to the Surviving Corporation full title to all the properties, assets, rights and privileges of any Subsidiary, the last acting officers and directors of any such Subsidiary, at the expense of the Surviving Corporation, shall execute and deliver all such instruments and take all such action as the Surviving Corporation may determine to be necessary or desirable in order to vest in and

EXHIBIT B

PLAN OF MERGER, dated as of October 11, 1989, by and among BLUE TEE CORP , a corporation organized under the laws of the State of Maine (the "Parent Corporation"), and each of Hyman-Michaels Company, a Delaware corporation, Blue Tee Properties, Inc , a New York corporation, Denaz Corp , a Michigan corporation and Rockwood Iron & Metal Company, a Tennessee corporation (each a "Subsidiary")

1 Pursuant to Sections 904 and 906 of the Maine Business Corporation Act, Section 253 of the General Corporation Law of the State of Delaware, Section 907 of the Business Corporation Law of the State of New York, Sections 711 and 731 of the Business Corporation Act of the State of Michigan, Sections 48-21-104 and 48-21-107 of the Tennessee Business Corporation Act of the State of Tennessee, the Plan of Merger was duly adopted by a resolution of the Board of Directors of the Parent Corporation on October , 1989

2 Each Subsidiary shall be merged with and into the Parent Corporation (the "Merger") on November 15, 1989 (the "Effective Time") The Parent Corporation shall be the surviving corporation (the "Surviving Corporation") The separate existence of each Subsidiary shall cease at the Effective Time, and all actions thereafter taken shall be taken in the name of the Surviving Corporation

3 The terms and conditions of the Merger, including the manner and basis of converting the shares of each Subsidiary into shares or other securities or obligations of the Surviving Corporation or the cash or other consideration to be paid or delivered by the Surviving Corporation upon surrender of each share of each Subsidiary, shall be as follows

(a) No cash or other consideration shall be paid or delivered for the shares of capital stock of any Subsidiary, and none of the shares of capital stock of any Subsidiary will be converted into shares or other securities or obligations of the Surviving Corporation, and the certificates for such shares of each Subsidiary shall be automatically cancelled without further action on the part of the Parent Corporation

(b) At the Effective Time, the ~~Restatement of~~ Articles of Incorporation and the By-Laws of the Parent Corporation shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation and shall remain unchanged as a result of the Merger, until amended or changed as provided therein or as provided by the laws of the State of Maine

(c) At the Effective Time, the directors and officers of the Parent Corporation shall continue as directors and officers of the Surviving Corporation and shall hold office until their respective successors are elected and qualified in accordance with

EXHIBIT A

<u>Name of Subsidiary Corporation</u>	<u>State of Incorporation</u>	<u>Address of the Registered Office</u>
Blue Tee Properties, Inc	New York	c/o Blue Tee Corp 250 Park Avenue South New York, NY 10003
Denaz Corp	Michigan	c/o The Corporation Company 615 Griswald Detroit, MI 48226
Hyman-Michaels Company	Delaware	100 West 10th Street Wilmington, DE 19801
Rockwood Iron & Metal, Inc	Tennessee	c/o C T Corporation Services 530 Gary Street Knoxville, TN 37902

# State of Maine



## Department of State

*I, the Secretary of the State of Maine, certify that* according to the provisions of the Constitution and Laws of the State of Maine the Department of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of qualification of foreign corporations in this State and of the records of organizations charter amendments dissolutions of corporations and annual reports filed by the same

**I FURTHER CERTIFY** that BLUE TEE CORP , formerly GOLD FIELDS AMERICAN INDUSTRIES, INC , formerly Azcon Corporation, formerly AZ Holding Corporation is a duly organized corporation under the laws of the State of Maine and that the date of the incorporation of said corporation is January 12 1978

**I FURTHER CERTIFY** that an agreement of merger by and between BLUE TEE CORP , a Maine corporation, and Blue Tee Properties Inc a New York corporation Denaz Corp , a Michigan corporation Hyman-Michaels Company a Delaware corporation, and Rockwood Iron & Metal Inc a Tennessee corporation was placed on file in this office November 7, 1989 effective November 15 1989 BLUE TEE CORP is the survivor of said merger

15 0 0



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65101

314 / 751 4178

December 4 1989

C T Corporation System  
1633 Broadway  
New York NY 10019  
ATTN ANNE DOROBIS

RE BLUE TEE CORP (#F00198461)

Dear Sir or Madam

This is to advise you that on the date shown below we have filed  
for record in this office a merger between

BLUE TEE PROPERTIES, INC (A New York corp not qualified)  
DENAZ CORP. (A Michigan corp not qualified)  
HYMAN-MICHAELS COMPANY (A Delaware corp not qualified)  
ROCKWOOD IRON & METAL, INC (A Tennessee corp not qualified)

INTO

BLUE TEE CORP (#F00198461)

The merger was filed in this office on December 4 1989

The merger was filed in the home state of survivor on November 15 1989

The Survivor is qualified to transact business in Missouri

The fee for filing a merger is \$20 00, plus \$1 00 for each additional  
foreign corporation qualified in Missouri over two in number If you  
did not send us a check for that amount, a bill for the correct amount  
is being sent to you

Very truly yours,

ROY D BLUNT  
Secretary of State

Corporation Division  
Merger Desk  
314/751- 4178

FILED

DEC 4 1989

*Roy D Blunt*  
SECRETARY OF STATE

002236

The assistance is for the purpose of (that acquisition)

(note 1)

Please do not  
write in  
this margin  
Please complete  
legibly preferably  
in black type or  
bold block lettering

The number and class of the shares acquired or to be acquired is: 225,500,941 Ordinary  
Shares of 25p each

The assistance is to be given to (note 2)

HANSON (CGF) (No 2) LIMITED of 1 Grosvenor Place, London SW1V 7JH (Hanson CGF)

CGF NETHERLANDS BV of Officia 1, De Boelelaan 7, 1083HJ Amsterdam Netherlands

("CGFBV")

The assistance will take the form of

The sale by Gold Fields ARC Limited ("GFARC") to Hanson PLC of 1 316 312 shares of 11 each in Hanson Holdings (1) Limited for 1163 800 000 being the value of such shares in the books of GFARC

The person who [has acquired] the shares is

Hanson (CGF) of 1 Grosvenor Place, London SW1V 7JH and CGFBV of Officia 1

1 delete as appropriate

De Boelelaan 7, 1083HJ Amsterdam, Netherlands Although no purchaser for the shares in Consolidated Gold Fields Limited has been identified, Hanson CGF and CGFBV have indicated that they are considering the possibility of the sale of such shares if a suitable purchaser can be found  
The principal terms on which the assistance will be given are

Hanson PLC will pay to GFARC for the said shares in Hanson Holdings (1) Limited the sum of £163 500,000 representing the book value of such shares being a value which is considerably less than their market value

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is NIL

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

002239



